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BEFORE THE

Federal Communications Commission

WASHINGTON, D.C. 20554

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AUG 3 1 1993

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In the Matter of:	)	
	)	
Implementation of the Cable	)	
Television Consumer Protection	)	MM Docket No. 92-266
and Competition Act of 1992	)	
	)	
Rate Regulation	)	

To: The Commission

COMMENTS OF THE FALCON CABLE GROUP IN RESPONSE TO FURTHER NOTICE

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Dated: August 31, 1993

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SUMMARY

Falcon urges the Commission to make no distinction between MSO-affiliated and independently owned small systems for the purposes of providing relief from the Commission's extremely burdensome rate regulation rules. The concept of a MSO cap on small system relief is contrary to the 1992 Cable Act and fails to recognize that there are no significant differences between the regulatory burdens faced by MSO-affiliated and independent small systems that would justify differential treatment based on ownership.

Section 623(i) of the 1992 Cable Act clearly and unambiguously requires the Commission to reduce the administrative burdens and costs of complying with the Commission's rate regulations for all cable systems having 1,000 or fewer subscribers, regardless of ownership or affiliation. The legislative history accompanying passage of Section 623(i) evidences that Congress expressly considered and rejected arguments that MSO-affiliated systems should not be entitled to a reduction in regulatory burdens mandated for small systems. Accordingly, any attempt by the Commission to adopt a subscriber cap on eligibility for MSO-affiliated small system relief would be contrary to the express will of Congress.

The adoption of a MSO cap would also be contrary to sound public policy. The need to reduce administrative burdens and costly regulatory expenses on small cable systems imposed by the Commission's voluminous new regulations exists without regard to whether or not such systems are owned by an independent operator or an MSO. The high fixed cost of plant construction and maintenance, and ongoing operating expenses must be borne by all subscribers in a system. All small systems, including those owned by MSOs, face significant problems in this regard since these fixed expenses must be recovered from a much smaller subscriber base.

The Commission's current rules exempt small systems from a number of requirements regardless of MSO affiliation. As is the case with these regulatory requirements, the burdens imposed by rate regulation are particularly local in focus. Rate regulation is implemented on a franchise-by-franchise basis and the cost of compliance with the Commission's rate regulations will differ from system to system. The corporate offices of MSOs such as Falcon who operate small systems in classic rural markets do not have the manpower or resources to deal with the hundreds of the virtually simultaneously occurring proceedings that will be required to obtain initial rate approvals and rate increases.

While MSO affiliation may provide some small efficiencies with respect to programming and equipment costs when compared to their independent counterparts, the cost and burdens associated with operating a small system generally far outweigh any efficiencies realized by these factors. Differences in the cost of capital between MSO-affiliated and independent small systems are speculative at best and should have no bearing on whether MSO-affiliated small systems should be entitled to regulatory relief under Section 623(i), especially in light of the difficulties in attracting capital faced by MSO and independent systems alike.

MSO affiliation has allowed small systems to expand into low density areas which might not otherwise be feasible and to provide a level of cable service to many areas of the country that would otherwise be media deprived. To deny relief to small systems simply because they are affiliated with MSOs will merely reduce the level of service and increase the cost of service provided to subscribers in MSO owned small systems. This is contrary to the stated purposes of the Communications Act to provide the widest diversity of service to the greatest number of people and to encourage investment in communications infrastructure.

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To: The Commission

COMMENTS IN RESPONSE TO FURTHER NOTICE

The Falcon Cable Group ("Falcon"), by its attorneys, hereby submits these comments in response to the issues raised in the Commission's Memorandum Opinion and Order and Further Notice of Proposed Rulemaking in MM Docket No. 92-266, FCC 93-389 (released August 10, 1993), wherein the Commission imposed a temporary stay of its rate regulations with respect to small systems serving 1,000 or fewer subscribers and requested comment on whether any regulatory relief which it ultimately adopts for small systems should be available to such systems that are affiliated with an MSO. The Commission expressed an interest in comments addressed to the issue of whether the Commission's rate regulation rules create disproportionate problems for small, independent systems that are not faced to the same degree by MSO-owned small systems. Specifically, the Commission has sought comment on whether it should establish a "subscriber cap" that, with respect to MSO-owned small systems, would limit relief to those systems that are controlled by an MSO having less than a certain number of subscribers in the aggregate.[1]

Falcon consists of several partnerships, both public and private, which own and operate 356 separate cable systems serving 757,759 subscribers in over 750 separate communities in 27 states.[2] Falcon's operations are widely dispersed across the country, spanning from California to New York and from Florida to Washington State. Falcon conducts business through a series of independent limited partnerships comprised of different partners and investors, although all partnerships are under common ultimate control.

While serving a considerable number of subscribers in total, Falcon is unique among MSOs of comparable size in that its cable holdings are comprised almost entirely of small rural and classic market cable systems. For example, Falcon's

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[1]Id. at ¶ 23.

[2]Subscriber numbers are as of March 21, 1993. See Exhibit 1 attached hereto. In his concurring statement, Commissioner Barrett has indicated his belief that an MSO cap should preclude small system relief for those small systems affiliated with any MSO serving 400,000 or more subscribers. As set forth herein, Falcon believes that this is a totally arbitrary dividing line which does not reflect the reality that MSOs such as Falcon, that are comprised predominately of small systems, face the same problems in coping with rate regulation that are faced by independent operators.

largest system is 23,562 subscribers. Its smallest system is 56 subscribers. Of the 356 systems that Falcon operates, 115 (32%) serve less than 500 subscribers, 185 (52%) serve less than 1,000 subscribers, 277 (78%) serve less than 2,500 subscribers, 315 (88%) serve less than 5,000 subscribers and 343 (96%) serve less than 10,000 subscribers. The irony of the Commission's proposed MSO cap on small system relief is that because its total subscribership exceeds three quarters of a million, Falcon, an MSO made up almost entirely of small or medium-sized rural cable systems, could find itself barred from any relief provided to small systems while another MSO whose operations concentrated on serving much more profitable larger and medium-sized markets might be able to avail itself of any relief which the Commission adopts for its few small systems merely because it serves a smaller number of subscribers overall.

As will be set forth more fully below, Falcon urges the Commission to make no distinction between small systems that are independently owned and those that are affiliated with an MSO for purposes of providing relief from the Commission's extremely burdensome rate regulation processes. There is no support for excluding MSO-affiliated small systems from the reduction of regulatory burdens that the 1992 Cable Act mandates and any such exclusion would be inconsistent with the will of Congress which considered and rejected such a distinction in amending Section 623(i) on the House floor. Additionally, there are no significant differences between the regulatory burdens faced by MSO-affiliated and independent small systems that would justify differential treatment based on ownership.

I. An MSO Cap on Small System Relief is Inconsistent with the 1992 Cable Act.

Initially, the concept of an MSO cap on small system relief has no support in the 1992 Cable Act. Section 623(i) of the 1992 Cable Act provides that:

> In developing and prescribing regulations pursuant to this section, the Commission shall design such regulations to reduce the administrative burdens and cost of compliance for cable systems that have 1,000 or fewer subscribers.[3]

The foregoing language clearly and unambiguously requires the Commission to reduce the administrative burdens and costs of complying with the Commission's rate regulations for all cable systems having 1,000 or fewer subscribers, regardless of ownership or affiliation. Had Congress desired the FCC to exclude MSO-affiliated systems from the directive to reduce administrative costs and burdens for small systems, it could have done so. Absent such a Congressional directive, the FCC should not allow these significant burdens to be placed on small system subscribers, personnel and franchising authorities just because of MSO affiliation.

Significantly, the legislative history accompanying passage of Section 623(i) of the 1992 Cable Act evidences that Congress expressly considered and rejected arguments that MSO-affiliated systems should not be entitled to a reduction in regulatory burdens mandated for small systems. During the House debate on H.R. 4850, an amendment was offered by Representative Slattery from Kansas to raise the cable system size eligible for regulatory relief under Section 623(i) from 500 or

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[3]Communications Act, § 623(i), 47 U.S.C. § 543(i).

fewer subscribers to 1,000 or fewer subscribers. This amendment was initially opposed by Representative Cooper from Tennessee who argued that the reduction in small system burdens should not apply to those small systems that were affiliated with a large MSO. Despite this objection and the debate which followed, Mr. Slattery's amendment was passed as introduced and Section 623(i) was amended to require the Commission to reduce administrative burdens and the costs of compliance for all cable systems that have 1,000 or fewer subscribers without excluding those systems that were affiliated with an MSO.[4] Given the fact that the question of whether MSO affiliation should bar small system relief was expressly debated and rejected on the House floor, any attempt by the Commission to adopt a subscriber cap on eligibility for MSO-affiliated small system relief would be contrary to the express will of Congress.

II. Sound Public Policy Warrants No Distinction in the Availability of Small System Regulatory Relief Based on MSO Affiliation.

Apart from the fact that the imposition of a subscriber cap on MSO-affiliated small systems is not sanctioned by the 1992 Cable Act, the adoption of such a cap would be contrary to sound public policy. The need to reduce administrative burdens and costly regulatory expenses imposed on small cable systems by the Commission's voluminous new regulations exists without regard to whether or not such systems are owned by an independent operator or an MSO. Plant construction and maintenance, administrative and regulatory costs must be borne

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[4]See H. 6525-26 (7/23/92).

by all subscribers in a system. Small systems face significant problems in this regard since construction costs and operating expenses, including expenses incurred to comply with regulatory requirements, are largely fixed and must be recovered from a much smaller subscriber base. As the Commission itself has recognized, this remains true regardless of whether or not a small system is affiliated with an MSO or an independent operator.[5]

The Commission's current rules exempt small systems from network non-duplication,[6] syndex,[7] sports blackout,[8] proof of performance testing,[9] and public inspection file requirements.[10] All systems serving 1,000 or fewer subscribers are exempt, including MSO-affiliated systems. In each case, these exemptions were adopted in recognition that the rules in question operate on a local basis, either systemwide or community-by-community, and that the costs of compliance would differ on system-by-system basis. The Commission must recognize that, as is the case with program blackouts, proof of performance and public file requirements, the burdens of rate regulation fall on each local system

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[5]Report and Order in MM Docket No. 92-266, FCC 93-177 (released May 3, 1993) at ¶ 464.

[6]47 C.F.R. § 76.156(b).

[7]Id. at § 76.95(a).

[8]Id. at § 76.67(f).

[9]Id.at § 76.601(e).

[10]Id. at § 76.305(a).

and cannot be foisted off on the corporate offices of an MSO. It is the local manager that has to deal with each of his franchising authorities both with respect to rate regulation and franchise compliance generally. The local and regional managers will be responsible for filling out FCC forms, generating franchise specific billing and subscriber notification information, justifying initial rates and any subsequent rate increases, dealing with local franchising authorities on such issues as customer service and technical standards and dealing with local broadcasters on the issues relating to must-carry and retransmission consent.

Like many MSOs, Falcon's operations are decentralized and its corporate office simply does not have the manpower and support resources needed to conduct all of these activities simultaneously for hundreds of franchises. Cable regulation generally, and rate regulation in particular, has a uniquely local focus which necessitates that the costs and burdens of regulatory compliance be borne locally. An MSO-affiliated small system faces the same problems faced by small systems generally. The Commission's rate regulation are no less burdensome merely because a particular small system is affiliated with an MSO. The Commission should not discriminate against MSO-affiliated small systems based upon some purely fictional excuse that a central corporate office is better equipped to deal with regulations that are implemented and enforced on a franchise-by-franchise basis. Rather, the Commission should recognize the reality that, as an MSO with 185 systems serving 1,000 or fewer subscribers, Falcon has 185 times the headaches that an independent small operator faces in attempting to deal with local rate regulation.

The Commission has questioned whether the existence of programming and equipment discounts available to, and the costs of capital incurred by, MSOs might justify differential treatment between MSO-owned small systems and similarly situated independent systems. Falcon submits that while these factors may provide some small efficiencies for MSO-owned small systems when compared to their independent counterparts, the costs and burdens associated with operating a small system generally far outweigh any efficiencies realized by such factors.

With respect to programming discounts, it is true that Falcon might pay slightly less for its satellite-delivered programming than a sole proprietor because of Falcon's status as an MSO. However, Falcon's programming costs are still much closer to those of an independent operator than they are to those of the nation's largest MSOs who have the most significant discounts. Furthermore, these savings are more than outweighed by the substantial additional costs which are faced by rural systems such as those operated by Falcon to provide basic off-air television broadcast signal reception in the more remote, low density communities they serve. Because Falcon's systems are generally located in classic markets having generally poorer than average television reception, small systems, such as those operated by Falcon, normally have to incur significant extraordinary expenses in the form of larger towers, microwave facilities and additional signal processing equipment in order to provide the basic complement of off-air broadcast service that is mandated by the 1992 Cable Act. These substantial additional costs, which are shared in common generally by small cable systems, far outweigh the rather insignificant cost savings on some satellite-delivered programming that small and medium-sized MSOs such as Falcon might receive.

Similarly, equipment discounts represent an insignificant differential in Falcon's capital cost vis a vis those of an independent operator. Many of the systems operated by Falcon were not originally constructed by Falcon but rather were purchased from a previous operator. Thus, in many cases, an independent system which was originally constructed by the present operator might have lower capital costs than a similarly sized MSO-affiliated system that was purchased at a price which was based on cash flow value (as opposed to original cost) and which accounted for intangibles such as goodwill. Furthermore, even in systems which are constructed initially, the largest capital costs are incurred in distribution plant construction, and cost of labor plays a very substantial role in determining the cost of construction. The critical consideration which justifies relief for small systems is not whether an independent system might pay $15,000 per mile to construct a cable system while an MSO-affiliated system might pay $14,800 per mile, but rather stems from the fact that the fixed construction costs and the ongoing maintenance and operating expenses incurred by any small cable system must be borne by a much smaller subscriber base.

For similar reasons, the difference in the cost of capital between MSO-owned small systems and independent small systems cannot justify differential treatment for rate regulation purposes. Falcon has financed its systems in the private market through a series of limited partnerships. Falcon's ability to raise capital through partnership investment rests solely upon the financial performance of those systems that are controlled and owned by that partnership. Because each partnership must obtain its own capital based solely on its performance, it would be unrealistic and inequitable to use an aggregation of all affiliated partnerships based upon the speculative assumption that mere MSO affiliation results in cheaper capital costs.

The most significant cost in obtaining capital is the degree of perceived risk on the part of the investor. The financial stability of the underlying enterprise, the cash flow margins and the expertise of the operator are the most important factors in attracting capital. A highly leveraged system operated by an MSO may well have a more difficult time in securing capital for a rebuild than an independent operator with a similar system and a superior debt-to-equity ratio. The Commission must acknowledge that the higher operating costs which will be imposed on cable operators as a result of having to comply with the massive regulatory regime mandated by the 1992 Cable Act will significantly increase their administrative costs, reduce their operating cash flow and, without relief for smaller systems, threaten to put many of those systems at least in technical default of their loan obligations, if not in bankruptcy. The irony of this is that companies, such as Falcon, who operate many small systems will suffer even higher administrative cost increases than the independent operator of a single small system, and as a result, may be faced with demands for higher interest rates from their lenders to compensate for the higher perceived risks resulting from the reduced marginal cash flow.

Finally, the Commission should recognize that over the last several years, a sluggish economy and overly restrictive banking regulations have made capital difficult to attract for both MSOs and independent operators alike. It can be anticipated that the significant burdens resulting from reregulation will make it even more difficult for cable systems to attract capital for rebuilds and system improvements, regardless of system size or MSO affiliation. Accordingly, while the cost of a particular operator's capital may be an appropriate factor to consider in the rate setting context, it has no bearing on whether MSO-affiliated small systems should be entitled to regulatory relief under Section 623(i).

III. Conclusion.

To deny regulatory relief to those small systems that are affiliated with an MSO would take away the very benefits which many small systems have obtained from MSO affiliation. The positive aspects such affiliation have allowed many small systems which were marginal operations at best to provide modern, superior quality cable service to those residents they serve. It has allowed small systems to expand into low density areas which might not otherwise be feasible. In other words, those economies which MSO affiliation does afford have allowed high quality cable service to be provided to many areas of the country that would otherwise be media deprived. To deny relief to small systems simply because they are affiliated with MSOs will not improve the service provided by independent operators to their subscribers, but will merely reduce the level of service and increase the cost of the service provided to subscribers in MSO-owned small systems. In the end, it is the cable subscribers served by those systems who will suffer. Falcon submits that such a result is contrary to the stated purposes of the Communications Act to promote the widest diversity of service to the greatest number of people and to encourage investment in communications infrastructure. These goals can only be realized if relief is given to all small systems regardless of ownership.

Respectfully submitted,

THE FALCON CABLE GROUP

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Dated: August 31, 1993

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EXHIBIT I

Systems Operated By Falcon

Ranked By Size

Falcon Cable TV
Basic Subs by Headend
All Partnerships
Subscribers as of March 21, 1993

Rank	Region Name	Headend Name	Subs	Cumulative % of Total
1	GILROY	Gilroy	23,562	3.1%
2	PORT ORCHARD	Port Orchard	23,174	6.2%
3	DALTON	Dalton	18,479	8.6%
4	PORTERVILLE	Porterville/Tula	16,576	10.8%
5	LAKE ARROWHEAD	Lake Arrowhead	14,751	12.7%
6	ATASCADERO	Atascadero	14,749	14.7%
7	OUTER BANKS	Manteo	14,221	16.6%
8	BIG BEAR	Big Bear	12,140	18.2%
9	BURKE	Burke	11,777	19.7%
10	BENTON	Shannon Hills	11,066	21.2%
11	ASTORIA	Astoria	10,513	22.6%
12	CRESCENT CITY	Crescent City	10,367	23.9%
13	COOS BAY	Coos Bay	10,165	25.3%
14	HESPERIA	Hesperia	9,895	26.6%
15	MALIBU	Malibu	9,660	27.9%
16	CENTREVILLE	Centreville	9,227	29.1%
17	BEAUFORT	Beaufort	8,742	30.2%
18	N. WILKESBORO	North Wilkesboro	8,727	31.4%
19	SHAWNEE	Shawnee	8,719	32.5%
20	ATHENS	Athens	8,519	33.7%
21	WARRENSBURG	Sedalia	8,152	34.7%
22	ROSEBURG	Roseburg	8,011	35.8%
23	SUFFOLK	Suffolk	7,914	36.8%
24	CORBIN	Corbin/Lily	7,653	37.8%
25	SOMERSET	Somerset	7,495	38.8%
26	SEBASTIAN	Sebastian	7,491	39.8%
27	OSAGE BEACH	Osage Beach	7,314	40.8%
28	POPLAR BLUFF	Poplar Bluff	7,249	41.7%
29	PLATTSBURGH	Plattsburgh	7,244	42.7%
30	ST. GEORGE	St. George	6,731	43.6%
31	SPRINGFIELD	Bear Mountain	6,309	44.4%
32	SIKESTON	Sikeston	6,300	45.3%
33	PLATTSBURGH	Beekmantown	6,206	46.1%
34	DALLAS	Dallas	6,056	46.9%
35	CEDARTOWN	Cedartown	5,958	47.7%
36	ATHENS	Scottsboro	5,825	48.4%
37	DALTON	Cornelia	5,716	49.2%
38	SUFFOLK	Accomac	5,465	49.9%
39	MARSHALL	Marshall	5,355	50.6%
40	HOOD RIVER	The Dalles	5,297	51.3%
41	DALTON	Ringgold	5,069	52.0%
42	SOMERSET	Burnside	4,915	52.6%
43	CAROLINA BEACH	Carolina Beach	4,730	53.2%
44	WARRENSBURG	Warrensburg	4,649	53.9%
45	CEDARTOWN	Villa Rica	4,639	54.5%
46	DALLAS	Nehalem	4,449	55.1%
47	WASHINGTON	Washington/Union	4,405	55.6%
48	LINCOLN CITY	Lincoln City	4,326	56.2%
49	ASTORIA	Long Beach	4,261	56.8%

Falcon Cable TV
Basic Subs by Headend
All Partnerships
Subscribers as of March 21, 1993

Rank	Region Name	Headend Name	Subs	Cumulative % of Total
50	POPLAR BLUFF	Bloomfield/Dexte	4,205	57.3%
51	REDMOND	Redmond	4,146	57.9%
52	TAYLORVILLE	Taylorville	4,085	58.4%
53	HOOD RIVER	Hood River	4,038	58.9%
54	CAROLINA BEACH	Surf City	3,980	59.5%
55	FLORA	Salem	3,979	60.0%
56	MALIBU	Thousand Oaks	3,658	60.5%
57	FLORENCE	Florence/Dunes C	3,425	60.9%
58	BENTON	Maumelle	3,404	61.4%
59	PORTLAND	Rockport	3,365	61.8%
60	SCOTTSBURG	Scottsburg	3,345	62.3%
61	WEST PLAINS	West Plains	3,230	62.7%
62	MONTICELLO	Monticello	3,071	63.1%
63	HESPERIA	Mojave/Rosamond	3,013	63.5%
64	ATHENS	Elgin	2,885	63.9%
65	MONTICELLO	Whitley City	2,861	64.3%
68	CEDARTOWN	Attalla	2,851	64.6%
66	WINONA	Winona	2786	65.0%
67	WINONA	Canton	2767	65.4%
69	COOS BAY	Reedsport	2,757	65.7%
70	POPLAR BLUFF	Malden/Campbell	2,707	66.1%
72	BROWNSVILLE	Ripley	2,682	66.4%
71	MONTICELLO	Russell Springs	2,682	66.8%
73	TAYLORVILLE	Girard	2,642	67.1%
74	BROWNSVILLE	Covington	2,586	67.5%
75	POPLAR BLUFF	Mobile	2,573	67.8%
76	SIKESTON	Charleston	2,547	68.2%
77	FLORA	Mt. Carmel	2,542	68.5%
78	DALLAS	Tillamook	2,519	68.8%
79	OUTER BANKS	Buxton	2,504	69.2%
80	BROWNSVILLE	Brownsville	2,482	69.5%
81	LOWNDES COUNTY	Lake Park/S. Low	2,472	69.8%
82	COLVILLE	Colville	2,408	70.1%
83	GILROY	Soledad/Gonzales	2,378	70.4%
84	HESPERIA	Adelanto	2,373	70.8%
85	GILROY	King City	2,372	71.1%
86	BROWNSVILLE	Snow Hill	2,361	71.4%
87	SUFFOLK	Chincoteague	2,322	71.7%
88	BROWNSVILLE	Fulton	2,313	72.0%
89	CEDARTOWN	Rockmart	2,303	72.3%
90	WHARTON	Wharton	2,294	72.6%
91	FLORA	Fairfield	2,231	72.9%
92	SIKESTON	Perryville	2,206	73.2%
93	SOMERSET	Columbia	2,204	73.5%
94	CAROLINA BEACH	Olde Point	2,191	73.8%
95	BROWNSVILLE	Dyer	2,187	74.1%
96	FLORA	Flora	2,173	74.3%
97	ATHENS	Leighton	2,151	74.6%
98	PORTLAND	Portland	2,151	74.9%

Falcon Cable TV
Basic Subs by Headend
All Partnerships
Subscribers as of March 21, 1993

Rank	Region Name	Headend Name	Subs	Cumulative % of Total
99	WEST PLAINS	Hardy/Cherokee	2,130	75.2%
100	SUFFOLK	Crisfield	2,086	75.5%
101	WASHINGTON	Sullivan/Bourbon	2,057	75.7%
102	MARSHALL	Carthage	2,035	76.0%
103	LAKE ARROWHEAD	Phelan	2,031	76.3%
104	POPLAR BLUFF	Ashdown	2,004	76.5%
105	CAROLINA BEACH	Chinquapin	1,995	76.8%
106	MONTICELLO	Jellico	1,951	77.1%
107	ATHENS	Rainsville	1,949	77.3%
108	SPRINGFIELD	Sutherlin/Oaklan	1,946	77.6%
109	HESPERIA	California City	1,877	77.8%
110	SPRINGFIELD	Cottage Grove	1,867	78.1%
111	COOS BAY	Coquille	1,841	78.3%
112	TAYLORVILLE	Litchfield	1,810	78.5%
113	DALTON	Commerce	1,810	78.8%
114	SIKESTON	Anna/Jonesboro	1,807	79.0%
115	SIKESTON	New Madrid	1,769	79.3%
116	WARRENSBURG	Harrisonville	1,754	79.5%
117	BROWNSVILLE	Bolivar	1,703	79.7%
118	TAYLORVILLE	Jerseyville	1,703	79.9%
119	SOMERSET	Laurel County	1,689	80.2%
120	SIKESTON	Ironton	1,676	80.4%
121	LOWNDES COUNTY	Moody AFB/N.Lown	1,672	80.6%
122	HEADLAND	Headland	1646	80.8%
123	TAYLORVILLE	Pana	1,629	81.0%
124	TAYLORVILLE	Hillsboro	1,600	81.2%
125	MARSHALL	Comanche	1,596	81.5%
126	SIKESTON	Benton	1,576	81.7%
127	WEISER	Emmett	1,564	81.9%
128	GILROY	Greenfield	1,553	82.1%
129	SUFFOLK	Belle Haven	1,531	82.3%
130	WASHINGTON	Pacific/Gray Sum	1,526	82.5%
131	SPRINGFIELD	Veneta	1,524	82.7%
132	DALLAS	Silverton	1,515	82.9%
133	TAYLORVILLE	Shelbyville	1,503	83.1%
134	HOOD RIVER	Wemme	1,491	83.3%
135	SIKESTON	Fredericktown	1,480	83.5%
136	TAYLORVILLE	Carlinville	1,478	83.7%
137	MONTICELLO	Cumberland	1,475	83.9%
138	COOS BAY	Bandon	1,468	84.1%
139	LINCOLN CITY	Tillamook Co.	1,467	84.2%
140	MARSHALL	Atlanta/Queen Ct	1,465	84.4%
141	CORBIN	Mt. Vernon	1,451	84.6%
142	MONTICELLO	Liberty	1,390	84.8%
143	SIKESTON	Scott City	1,377	85.0%
144	GILROY	Laguna Seca	1,366	85.2%
145	HEADLAND	Ashford	1349	85.4%
146	HEADLAND	Greenwood	1304	85.5%
147	MALIBU	Agoura Hills	1,295	85.7%

Falcon Cable TV
Basic Subs by Headend
All Partnerships
Subscribers as of March 21, 1993

Rank	Region Name	Headend Name	Subs	Cumulative % of Total
148	ST. GEORGE	Hurricane	1,287	85.9%
149	WEST PLAINS	Thayer	1,285	86.0%
150	PORTLAND	Palacios	1,267	86.2%
151	CORBIN	Bell County	1,259	86.4%
152	WHARTON	West Columbia	1,244	86.5%
153	PLEASANTON	Pleasanton	1,238	86.7%
154	CRESCENT CITY	Gold Beach	1,231	86.9%
155	BROWNSVILLE	River Hills	1,220	87.0%
156	WASHINGTON	St. James	1,202	87.2%
157	WARRENSBURG	Hiawatha	1,181	87.3%
158	SIKESTON	St. Genevieve	1,177	87.5%
159	PLATTSBURGH	Plattsburgh AFB	1,155	87.6%
160	WINONA	Calhoun City	1131	87.8%
161	SIKESTON	Chaffee	1,122	87.9%
162	AU GRES	Au Gres	1,119	88.1%
163	PLEASANTON	Devine	1,102	88.2%
164	WARRENSBURG	El Dorado Spring	1,082	88.4%
165	WEISER	McCall	1,078	88.5%
166	WASHINGTON	Potosi	1,056	88.7%
167	WARRENSBURG	Windsor	1,032	88.8%
168	OUTER BANKS	Corolla	1,025	88.9%
169	OSAGE BEACH	California	1,011	89.1%
170	WEISER	Weiser	1,009	89.2%
171	PLEASANTON	Hondo	1,005	89.3%
172	HEADLAND	Lake Seminole	996	89.5%
173	HOOD RIVER	Sandy	991	89.6%
174	WHARTON	Sweeny	989	89.7%
175	SEBASTIAN	Palm Bay	987	89.9%
176	ATHENS	Belmont	983	90.0%
177	HEADLAND	Dunwoody/Spring	972	90.1%
178	MONTICELLO	Williamsburg	969	90.2%
179	MONTICELLO	Greensburg	956	90.4%
180	MARSHALL	Benton	928	90.5%
181	PLATTSBURGH	Jay/Blackbrook	919	90.6%
182	HEADLAND	Abbeville	915	90.7%
183	TAYLORVILLE	Gillespie	908	90.9%
184	WARRENSBURG	Warsaw	905	91.0%
185	WARRENSBURG	Pomme de Terre	903	91.1%
186	PLEASANTON	Brackettville	897	91.2%
187	SOMERSET	Eubank	889	91.3%
188	WINONA	Lexington	885	91.4%
189	SIKESTON	Calvert City	858	91.6%
190	ATASCADERO	Guadalupe	853	91.7%
191	BENTON	Beebe	838	91.8%
192	WASHINGTON	St. Clair	831	91.9%
193	HEADLAND	Butts Co/Lk Jack	824	92.0%
194	TAYLORVILLE	Nokomis	824	92.1%
195	SPRINGFIELD	Cave Junction	816	92.2%
196	PORTLAND	Port Aransas	810	92.3%

Falcon Cable TV
Basic Subs by Headend
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Rank	Region Name	Headend Name	Subs	Cumulative % of Total
197	WINONA	Itta Bena	806	92.4%
198	BENTON	West Pulaski	806	92.5%
199	COOS BAY	Myrtle Point	804	92.6%
200	ATHENS	Cherokee	801	92.7%
201	SCOTTSBURG	Brownstown	792	92.8%
202	BROWNSVILLE	Kershaw	790	93.0%
203	HEADLAND	Dexter	789	93.1%
204	SPRINGFIELD	Drain/Yoncalla	787	93.2%
205	PORTLAND	Sinton	783	93.3%
206	COLVILLE	Loon Lake	774	93.4%
207	ST. GEORGE	Mesquite	774	93.5%
208	MARSHALL	Arcadia	773	93.6%
209	HESPERIA	Boron	752	93.7%
210	WINONA	Eupora	742	93.8%
211	PLATTSBURGH	Westport	731	93.9%
212	WINONA	Durant	725	94.0%
213	PLEASANTON	Goliad	714	94.1%
214	ATHENS	Cedar Bluff	713	94.1%
215	OUTER BANKS	Waves	709	94.2%
216	SUFFOLK	Cape Charles	697	94.3%
217	PLEASANTON	Shiner	696	94.4%
218	WINONA	Tylertown	693	94.5%
219	DALTON	Jefferson	682	94.6%
220	BENTON	McAlmont	679	94.7%
221	OSAGE BEACH	Versailles	672	94.8%
222	HEADLAND	Colquitt	631	94.9%
223	BROWNSVILLE	Pageland	630	95.0%
224	WINONA	Kentwood	627	95.0%
225	WINONA	Collins	624	95.1%
274	WEST PLAINS	Willow Springs	619	95.2%
276	MARSHALL	Hallsville	614	95.3%
226	WINONA	Prentiss	604	95.4%
227	AU GRES	Linwood	598	95.4%
229	WINONA	Poplarville	596	95.5%
228	WINONA	Mound Bayou	596	95.6%
230	PLEASANTON	Castroville	590	95.7%
231	HEADLAND	Twiggs Co/Dry Br	570	95.7%
232	HEADLAND	Laurens Co/E Dub	554	95.8%
233	CORBIN	Summersville	549	95.9%
234	OSAGE BEACH	Tipton	544	96.0%
235	CEDARTOWN	Altoona	542	96.0%
236	MARSHALL	Jefferson	536	96.1%
237	AU GRES	Hale (Plainfield	527	96.2%
238	SIKESTON	Marble Hill	523	96.2%
239	WASHINGTON	Steelville	515	96.3%
240	ST. GEORGE	Overton	515	96.4%
241	SPRINGFIELD	Brownsville	505	96.4%
242	CEDARTOWN	Cave Spring	499	96.5%
243	ASTORIA	Cathlamet	495	96.6%

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Rank	Region Name	Headend Name	Subs	Cumulative % of Total
244	WINONA	Pickens	485	96.6%
245	BROWNSVILLE	Chesterfield	474	96.7%
246	CORBIN	Garrard County	466	96.8%
247	WARRENSBURG	Plattsburg	462	96.8%
248	CAROLINA BEACH	Warsaw	461	96.9%
249	N. WILKESBORO	Roaring Gap	446	96.9%
250	COOS BAY	Hauser	445	97.0%
251	SHAWNEE	Prague	443	97.1%
253	SPRINGFIELD	Bear Mtn/Cottage	432	97.1%
252	DALTON	Helen	432	97.2%
254	HEADLAND	Dudley	418	97.2%
255	WINONA	Coffeeville	413	97.3%
256	ATHENS	Gurley	412	97.3%
257	WINONA	Lumberton	401	97.4%
258	CRESCENT CITY	Port Orford	398	97.5%
259	WARRENSBURG	Holden	396	97.5%
260	BROWNSVILLE	Bradford	393	97.6%
261	WINONA	Tchula	390	97.6%
262	CORBIN	Boyle County	385	97.7%
263	SHAWNEE	Stratford	361	97.7%
264	AU GRES	Coleman	357	97.8%
265	PLEASANTON	Sabinal	351	97.8%
266	WARRENSBURG	Wathena	350	97.8%
267	WEST PLAINS	Alton	340	97.9%
268	ASTORIA	Naselle	337	97.9%
269	WARRENSBURG	Troy	332	98.0%
270	WARRENSBURG	Elwood	327	98.0%
271	WEISER	Cascade	327	98.1%
272	PLEASANTON	LaPryor	325	98.1%
273	WINONA	Victoria/Byhalia	324	98.1%
275	MARSHALL	Plain Dealing	316	98.2%
277	BENTON	Vilonia/Faulkner	312	98.2%
278	WARRENSBURG	Gower	302	98.3%
279	HOOD RIVER	Dallesport	296	98.3%
280	MONTICELLO	Hustonville/More	296	98.4%
281	WARRENSBURG	Maysville	295	98.4%
282	ATHENS	Burnsville	295	98.4%
283	WEISER	Council	291	98.5%
284	SOMERSET	McKinney	288	98.5%
285	SIKESTON	Lesterville	267	98.5%
286	WINONA	Richton	262	98.6%
287	PLATTSBURGH	Long Lake	260	98.6%
288	ATASCADERO	Los Alamos	259	98.6%
289	SIKESTON	Benton	255	98.7%
290	HEADLAND	Danville	246	98.7%
291	SCOTTSBURG	Borden/Pekin	242	98.7%
292	ST. GEORGE	Green River	236	98.8%
293	WARRENSBURG	Highland	234	98.8%
294	AU GRES	Akron/Fairgrove	226	98.8%

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Rank	Region Name	Headend Name	Subs	Cumulative % of Total
295	SHAWNEE	Meeker	224	98.9%
296	FLORA	Cisne	223	98.9%
297	HEADLAND	Iron City	220	98.9%
298	WINONA	Arley	217	98.9%
299	TAYLORVILLE	Raymond	215	99.0%
300	WINONA	Sumrall	214	99.0%
301	ST. GEORGE	Ivins	211	99.0%
302	FLORENCE	Mapleton	208	99.1%
303	COOS BAY	Powers	207	99.1%
304	FLORA	Noble	203	99.1%
305	CRESCENT CITY	Gasquet	201	99.1%
306	HEADLAND	Greenville	201	99.2%
307	HESPERIA	North Edwards	197	99.2%
308	PORTERVILLE	Cal. Hot Springs	196	99.2%
309	SUFFOLK	Tangier Island	195	99.2%
310	MARSHALL	Greensburg	190	99.3%
311	PLEASANTON	Batesville	189	99.3%
312	WINONA	Leakesville	189	99.3%
313	MARSHALL	Start	188	99.3%
314	PLEASANTON	Big Wells	180	99.4%
315	TAYLORVILLE	Farmersville	176	99.4%
316	AU GRES	Rosebush	173	99.4%
317	HEADLAND	Pineview	169	99.4%
318	SCOTTSBURG	Henryville	167	99.5%
319	HEADLAND	Attapulgus	164	99.5%
320	CAROLINA BEACH	Faison	158	99.5%
321	WINONA	Bassfield	153	99.5%
322	HEADLAND	Hayneville	150	99.5%
323	WEISER	New Meadows	149	99.6%
324	MARSHALL	Choudrant	144	99.6%
325	HEADLAND	Pitts	143	99.6%
326	SUFFOLK	Gates County	138	99.6%
327	WINONA	Orriville	136	99.6%
328	FLORA	Xenia	136	99.7%
329	WEISER	Halfway	130	99.7%
330	PORTERVILLE	Jack Ranch/Posey	127	99.7%
331	MARSHALL	Mangham	127	99.7%
332	ST. GEORGE	Rockville	126	99.7%
333	SIKESTON	Annapolis	124	99.7%
334	HEADLAND	Esto	119	99.8%
335	POPLAR BLUFF	Qulin	118	99.8%
336	AU GRES	Sterling	112	99.8%
337	POPLAR BLUFF	Fisk	107	99.8%
338	COOS BAY	Gardiner	107	99.8%
341	POPLAR BLUFF	Wappapello	97	99.8%
340	AU GRES	Unionville	97	99.8%
339	WINONOA	Bentonia	97	99.9%
342	HEADLAND	Flint River	94	99.9%
343	COLVILLE	Northport	93	99.9%

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Rank	Region Name	Headend Name	Subs	Cumulative % of Total
344	SIKESTON	Bell City	91	99.9%
345	HEADLAND	Chauncey	86	99.9%
346	HEADLAND	Climax	82	99.9%
347	CORBIN	Bradfordsville	81	99.9%
348	POPLAR BLUFF	Rockwood Point	78	99.9%
349	SHAWNEE	Earlsboro	75	99.9%
350	MARSHALL	Dixie Inn	74	99.9%
351	WEISER	Donnelly	71	100.0%
352	HEADLAND	Recovery	69	100.0%
353	HEADLAND	Rebecca	63	100.0%
354	MARSHALL	Oak Ridge	61	100.0%
355	PLEASANTON	Tilden	60	100.0%
356	ST. GEORGE	Harrisburg/Leeds	56	100.0%
	FALCON TOTAL:		757,759	100.0%
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